

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB 02/10/15-1086

ELECTIONS, UNIT: VC-509263

(hereinafter "Subject Drilling Unit")

REPORT OF BOARD

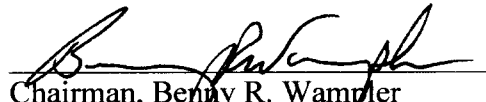
FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on May 29, 2003 and recorded at Book 570, Page 800 in the Office of the Clerk of Circuit Court, Buchanan County, Virginia on May 30, 2003 (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
  - (a) The Board Order directed Equitable Production Company, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
  - (b) The designated operator filed its affidavit of mailing dated June 9, 2003, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;
  - (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated July 25, 2003, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-


160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;

- (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B;
  - (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Union National Bank, Corporate Trust, PA 1328, 123 Broad Street, Philadelphia, PA 19109-1199, (888) 396-0853, Attn: Rachel Rafferty, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2 above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, First Union National Bank, Corporate Trust, PA 1328, 123 Broad Street, Philadelphia, PA 19109-1199, (888) 396-0853, Attn: Rachel Rafferty, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
  4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that true and correct copy of this Order to each person whose interest or claim is subject to escrow and whose address is known.
  5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
  6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 8<sup>th</sup> day of September, 2003 by a majority of the Virginia Gas and Oil Board.

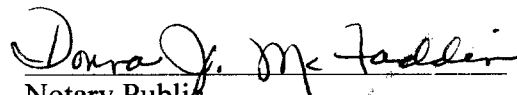
  
Chairman, Benny R. Wampler

DONE AND PERFORMED THIS 11<sup>th</sup> day of September, 2003 by Order of this Board.

  
B. R. Wilson  
Principal Executive to the Staff  
Virginia Gas and Oil Board

STATE OF VIRGINIA     )  
COUNTY OF WISE     )

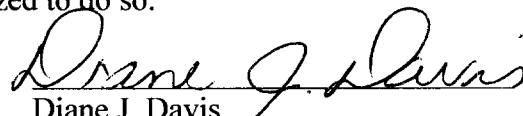
Acknowledged on this 8<sup>th</sup> day of September, 2003, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny R. Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.

  
Notary Public

My commission expires: September 30, 2004.

STATE OF VIRGINIA     .)  
COUNTY OF ~~WISE~~ WACHINE     )

Acknowledged on this 11<sup>th</sup> day of September, 2003, personally before me a notary public in and for the Commonwealth of Virginia, appeared B. R. Wilson, being duly sworn did depose and say that he is Principal Executive to the Staff Virginia Gas and Oil Board, that he executed the same and was authorized to do so.

  
Diane J. Davis  
Notary Public

My commission expires: 9/30/05.

**VIRGINIA:**

***BEFORE THE VIRGINIA GAS AND OIL BOARD***

IN RE: Application of Equitable Production Company, for Forced Pooling of Interests in Unit Number VC-509263 VGOB Docket No. VGOB-02/10/15-1086 in the North Grundy Magisterial District of Buchanan County, Virginia.

**AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER**

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 220 Broad Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on May 29, 2003, by the Virginia Gas and Oil Board regarding the captioned coalbed methane Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on May 30, 2003.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

NONE

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia, as conflicting claimants to the coalbed methane gas that opposite the name of each person named as a Respondent listed below is set forth:

<b>Tract 3 Oil and Gas Estate</b>	Gregory Poulos and Karen Poulos	.00372656 RI
	48 Azalee Avenue Inglis, VL 34449	
	Jason Poulos, single 1-870 SW 95 <sup>th</sup> Street Miami, FL 33176	.00372656 RI
	Pamela Poulos, single 1444 Mandavia Avenue Coral Gables, FL 33146	.00372656 RI
	Talmage Rogers III and Tracey Rogers, his wife 14229 Ballantyne Co. Club Drive Charlotte, NC 28277	.002737302 RI
	Shaun D. Rogers and Nadine Davey Rogers 121 NE 100 <sup>th</sup> Street Miami Shores, FL 33128	.002737302 RI
	Kevin H. Rogers and Katherine Rogers, his wife 139 Wickham Road Garden City, NY 11530	.002737302 RI

Derek B. Rogers and .002737302 RI  
 Ann Rogers, his wife  
 2001 Sablewood Drive  
 Charlotte, NC 28205

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims.

NONE

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

Tract	Name	Cash Consideration
1&3	Gregory Poulos and Karen Poulos	2.2671 x \$5.00 = \$11.34
1&3	Jason Poulos, single	2.2671 x \$5.00 = \$11.34
1&3	Pamela Poulos, single	2.2671 x \$5.00 = \$11.34
1&3	Talmage Rogers III & wife	1.7003 x \$5.00 = \$8.51
1&3	Shaun D. Rogers & wife	1.7003 x \$5.00 = \$8.51
1&3	Kevin H. Rogers & wife	1.7003 x \$5.00 = \$8.51
1&3	Derek B. Rogers & wife	1.7003 x \$5.00 = \$8.51
1&3	Plum Creek Timber Company	4.2380 x \$5.00 = \$21.19

That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are ~~not~~ required in this matter pursuant to the terms of §§ 45.1-361.21.D.

Dated at Kingsport, Tennessee, this 25<sup>th</sup> day of July 2003.

  
Affiant

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Production Company, a corporation, on behalf of the corporation, this 25<sup>th</sup> day of July 2003.

My commission expires: 7/25/05

  
Notary

**EXHIBIT "B"**  
**VC-509263**  
**VGOB 02-1015-1086**

BOOK 0577 PAGE 0329

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
<u>Gas Estate Only</u>					
1	Lon B. Rogers Bradshaw Trust No 1 Fon Rogers II Trustee PO Box 22427 Lexington, KY 40522-2427	Leased-EPC 245280L 01 5859-00 Tr. 18	52.54500000%	39.9600	0.06568125 RI
	Gregory Poulos and Karen Poulos, H/W 48 Azalee Avenue Inglis FL 34449	Deemed Leased	2.91916700%	2.2200	0.00364896 RI
	Jason Poulos, single 10870 SW 95th Stree Miami, FL 33176	Deemed Leased	2.91916700%	2.2200	0.00364896 RI
	Pamela Poulos, single 1444 Mendavia Avenue Coral Gables, FL 33146	Deemed Leased	2.91916800%	2.2200	0.00364896 RI
	Talmage G. Rogers, III and Tracey Rogers, H/W 14229 Ballantyne Country Club Drive Charlotte, NC 28277	Deemed Leased	2.18937500%	1.6650	0.00273672 RI
	Shaun D. Rogers and Nadine Davey Rogers, H/W 121 NE 100th Street Miami Shores, FL 33128	Deemed Leased	2.18937500%	1.6650	0.00273672 RI
	Kevin H. Rogers and Katherine Rogers, H/W 139 Wickham Road Garden City, NY 11530	Deemed Leased	2.18937400%	1.6650	0.00273672 RI
	Derek B. Rogers and Anne Rogers, H/W 2001 Sablewood Drive Charlotte, NC 28205	Deemed Leased	2.18937400%	1.6650	0.00273672 RI
	Equitable Production Company				0.61302500 WI
<b>Tract 1 Totals</b>			<b>70.06000000%</b>	<b>53.2800</b>	<b>0.70060000</b>
2	Pittston Company c/o Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart PO Box 5100 Lebanon, VA 24226	Leased-EPC 241640L	22.76000000%	17.3120	0.02845000 RI
	Plum Creek Timber Company Attn: Kerry Hill 303 Harper Park Drive Suite A Beckley, WV 25801	Deemed Leased	5.69000000%	4.3280	0.00711250 RI
	Equitable Production Company				0.24893750 WI
<b>Tract 2 Totals</b>			<b>28.45000000%</b>	<b>21.6400</b>	<b>0.28450000</b>



**EXHIBIT "B"**  
**VC-509263** **BOOK 0577 PAGE 0330**  
**VGOB 02-1015-1086**

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
3	Lon B. Rogers Bradshaw Trust No 1 Fon Rogers II Trustee PO Box 22427 Lexington, KY 40522-2427	Leased-EPC 245280L 01 5859-00 Tr. 18	1.11750000%	0.8475	0.00139688 RI
	Gregory Poulos and Karen Poulos, H/W 48 Azalee Avenue Inglis FL 34449	Deemed Leased	0.06208300%	0.0471	0.00007760 RI
	Jason Poulos, single 10870 SW 95th Stree Miami, FL 33176	Deemed Leased	0.06208300%	0.0471	0.00007760 RI
	Pamela Poulos, single 1444 Mendavia Avenue Coral Gables, FL 33146	Deemed Leased	0.06208400%	0.0471	0.00007761 RI
	Talmage G. Rogers, III and Tracey Rogers, H/W 14229 Ballantyne Country Club Drive Charlotte, NC 28277	Deemed Leased	0.04656300%	0.0353	0.00005820 RI
	Shaun D. Rogers and Nadine Davey Rogers, H/W 121 NE 100th Street Miami Shores, FL 33128	Deemed Leased	0.04656300%	0.0353	0.00005820 RI
	Kevin H. Rogers and Katherine Rogers, H/W 139 Wickham Road Garden City, NY 11530	Deemed Leased	0.04656200%	0.0353	0.00005820 RI
	Derek B. Rogers and Anne Rogers, H/W 2001 Sablewood Drive Charlotte, NC 28205	Deemed Leased	0.04656200%	0.0353	0.00005820 RI
	Equitable Production Company				0.01303751 WI
<b>Tract 3 Totals</b>			<b>1.49000000%</b>	<b>1.1300</b>	<b>0.01490000</b>
<b>TOTAL GAS ESTATE</b>			<b>100.000%</b>	<b>76.050000</b>	<b>1.00000000</b>

**EXHIBIT "B"    BOOK 0577 PAGE 0331**  
**VC-509263**  
**VGOB 02-1015-1086**

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
<u>Coal Estate Only</u>					
1	Lon B. Rogers Bradshaw Trust No 2 Fon Rogers II Trustee PO Box 22427 Lexington, KY 40522-2427	Leased-EPC 245280L Tr. 18	70.06000000%	53.2800	0.08757500 RI
	Equitable Production Company				0.61302500 WI
<b>Tract 1 Totals</b>			<b>70.06000000%</b>	<b>53.2800</b>	<b>0.70060000</b>
2	Pittston Company c/o Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart PO Box 5100 Lebanon, VA 24226	Leased-EPC 241640L	22.76000000%	17.3120	0.02845000 RI
	Plum Creek Timber Company Attn: Kerry Hill 303 Harper Park Drive Suite, A Beckley, WV 25801	Deemed Leased	5.69000000%	4.3280	0.00711250 RI
	Equitable Production Company				0.24893750 WI
<b>Tract 2 Totals</b>			<b>28.45000000%</b>	<b>21.6400</b>	<b>0.28450000</b>
3	Lon B. Rogers Bradshaw Trust No 2 Fon Rogers II Trustee PO Box 22427 Lexington, KY 40522-2427	Leased-EPC 245280L Tr. 24	1.49000000%	1.1300	0.00186250 RI
	Equitable Production Company				0.01303750 WI
<b>Tract 3 Totals</b>			<b>1.49000000%</b>	<b>1.1300</b>	<b>0.01490000</b>
<b>TOTAL COAL ESTATE</b>			<b>100.000%</b>	<b>76.0500000</b>	<b>1.00000000</b>

VIRGINIA: In the Clerk's Office of the Circuit Court of Buchanan County. The foregoing instrument was this day presented in the office aforesaid and is, together with the certificate of acknowledgment annexed, admitted to record this 15<sup>th</sup> day of September, 2003 M.  
Deed Book No. 917 and Page No. 221  
Returned to: James M. Bevens, Jr. TESTE: James M. Bevens, Jr. Deputy Clerk

ENTERED

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RECEIVED  
DIVISION OF  
GAS & OIL

*Handwritten signature*

SEP 15 2003  
RECEIVED  
DIVISION OF  
GAS & OIL

INSTRUMENT #03060304  
RECORDED IN THE CLERK'S OFFICE OF  
BUCHANAN COUNTY ON  
SEPTEMBER 15, 2003 AT 11:02AM  
JAMES H. BEVINS, CLERK

BY: \_\_\_\_\_ (DC)